

**UNANIMOUS WRITTEN CONSENT
OF THE SHAREHOLDERS AND DIRECTORS OF
TMSC, INC.**

The undersigned, being all of the shareholders and directors (the “Directors”) of TSMC, Inc., a New York corporation (the “Corporation”), hereby consent to the adoption of the following resolutions without a meeting pursuant to Sections 615(a) (as to shareholders) and 708(b) (as to Directors) of the Business Corporation Law of the State of New York:

WHEREAS, the undersigned reviewed the financial situation of the Corporation and consulted legal counsel as to the ramifications of a Chapter 11 Bankruptcy as opposed to other potential financial solutions for the Corporation.

RESOLVED:

I. Voluntary Petition under the Provisions of Chapter 11 of Title 11 of the United States Code.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of all of the Directors, it is desirable and in the best interests of the Corporation, its creditors, and other parties in interest, that the Corporation file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the “*Bankruptcy Code*”); and it is

RESOLVED FURTHER, that the officers of the Corporation, including, the President and Vice President (collectively, the “*Authorized Officers*”), acting alone or with one or more other Authorized Officers, with power of delegation, be, and they hereby are, authorized to execute and file on behalf of the Corporation all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Corporation.

II. Retention of Professionals

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Bronson Law Offices, P.C., as bankruptcy counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code,

and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings and petitions for relief; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Bronson Law Offices, P.C., it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

III. Bank Accounts

RESOLVED FURTHER that the Authorized Officers be, and they hereby are, authorized and directed to close all existing bank accounts and open Debtor in Possession Bank Accounts with a bank approved by the U.S. Trustee for such purpose.

IV. Further Actions and Prior Actions

NOW, THEREFORE, BE IT RESOLVED that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Corporation hereby is, authorized, directed, and empowered, in the name of, and on behalf of Corporation to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions; and it is

RESOLVED FURTHER, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

/s/ Michael Casarella

Michael Casarella

Shareholder, Director and Vice-President

Anthanasiros Stratigakis

Anthanasiros Stratigakis

Shareholder, Director and President

Dated: Harrison, NY
May 9,2017

CERTIFICATE

I, the Secretary of the Corporation, hereby certify that the unanimous written consent attached hereto is true, correct and accurate.

IN WITNESS WHEREOF, the undersigned has executed this document as of the 9th day of May 2017.

**Michael Casarella,
Vice President and Secretary**